

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

425 WALNUT STREET

CINCINNATI, OHIO 45202-3957

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SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX 202-347-3419

513-381-2838
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SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011-2783
606-331-2838
513-381-2838
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July 19, 1991

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

RECORDED NO 12203-A
JUL 23 1991 3 05 PM
INTERSTATE COMMERCE COMMISSION

1-204A043
15.00

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Amendment to Railroad Equipment Lease, a secondary document, dated March 28, 1991, amending the Railroad Equipment Lease dated August 31, 1990, a primary document filed under Recordation Number 17203.

The names and addresses of the parties to the document are as follows:

LESSOR: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

LESSEE: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

The equipment covered by the enclosed document is seventy-four (74) Thrall built, 4,000 cubic foot rotary, coupled gondolas bearing the reporting marks set forth in Exhibit A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

JUL 23 3 02 PM '91
UNIT

Mr. Sydney L. Strickland
July 19, 1991
Page 2

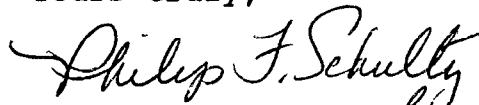
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

A short summary of the document to appear in the index follows:

Amendment to Railroad Equipment Lease between The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179, dated as of March 28, 1991 and covering the restencilling of seventy-four (74) 1977 Thrall built, 4,000 cubic foot rotary, coupled gonolas subject to the Railroad Equipment Lease between the above-mentioned parties dated August 31, 1990 and filed at Recordation Number 17203.

Please call me if you should have any questions.

Yours truly,



Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/lsc
Enclosure

ICCEQLS1.DJJ

EXHIBIT A

DESCRIPTION OF UNITS

(74) 1977 Thrall built, 4,000 cubic foot rotary,
coupled gondolas bearing reporting marks as follows:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
LEF 4500- 4505	CHTT 640200 - 640205
LEF 4507 - 4574	CHTT 640206 - 640273


17203-A
REGISTRATION NO. FILED 1425

CERTIFICATE

JUL 23 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Mark J. Ruehlmann, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

MARK J. RUEHLMANN, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.



17203-A
REGISTRATION NO. FILED 1425

AMENDMENT TO
RAILROAD EQUIPMENT LEASE JUL 23 1991 -3 05 PM

INTERSTATE COMMERCE COMMISSION

This Amendment to Railroad Equipment Lease (the "Amendment") is entered into this 28 day of March, 1991 by and between the David J. Joseph Company, a Delaware corporation, (hereinafter referred to as "Lessor") and Union Pacific Railroad Company, a Utah corporation (hereinafter referred to as "Lessee") amending the Railroad Equipment Lease (the "Lease") dated August 31, 1990 by and between Lessor and Lessee.

WHEREAS, the parties desire to amend the Lease to reflect the restencilling of the 74 gondola cars which are the subject of the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by deleting Exhibit A to the Lease in its entirety and replacing it with the Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

LESSOR:

Signed and acknowledged
in the presence of:

Susan L. Shindenberg
[Signature]

THE DAVID J. JOSEPH COMPANY

BY: [Signature]

NAME: DOUGLAS F. McMILLIN

TITLE: VICE PRESIDENT

LESSEE:

Signed and acknowledged
in the presence of:

Larry S. Peterson
[Signature]
Mgr. Leasing

UNION PACIFIC RAILROAD

BY: [Signature]

NAME: JERRY J. HABRAKEN

TITLE: AVP - Supply

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me
this 24th day of April, 1991, by Douglas F. McMillan
the Vice President of The David J. Joseph Company, a Delaware
corporation, on behalf of said corporation.

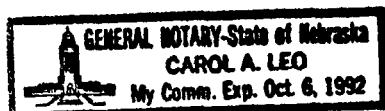


Sandra L. Reuter
Notary Public

SANDRA L. REUTER
Notary Public, State of Ohio
My Commission Expires Nov. 18, 1995

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me
this 8th day of April, 1991, by
Jerry J. Habraken, the AVP-Supply of Union
Pacific Railroad Company, a Utah corporation, on behalf of the
corporation.



Carol A. Leo
Notary Public

EXHIBIT A

DESCRIPTION OF UNITS

(74) 1977 Thrall built, 4,000 cubic foot rotary,
coupled gondolas bearing reporting marks as follows:

<u>OLD NUMBER</u>	<u>NEW NUMBER</u>
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